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UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 OAKLAND DIVISION

NATIONAL COMMUNITY)	
REINVESTMENT COALITION;)	CASE NO. 20-CV-04186-KAW
CALIFORNIA REINVESTMENT)	
COALITION,)	
)	ANSWER
Plaintiffs,)	
)	
v.)	
)	
OFFICE OF THE COMPTROLLER OF THE)	
CURRENCY and BLAKE J. PAULSON, in his)	
official capacity as Acting Comptroller of the)	
Currency,)	
)	
Defendants.)	
)	

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2 Defendants, the Office of the Comptroller of the Currency and Blake J. Paulson¹ (together
3 “OCC”) hereby answer Plaintiffs’ Complaint for Declaratory and Injunctive Relief (“Complaint”), ECF
4 No. 1, as follows. Plaintiffs’ inclusion of footnotes throughout the Complaint does not comply with
5 Federal Rule of Civil Procedure 10(b), requiring that allegations be stated “in numbered paragraphs,
6 each limited as far as practicable to a single set of circumstances.” As such, no response is required to
7 these footnotes. To the extent a response is required, each footnote is discussed in the relevant numbered
8 paragraph below.

9 1. The allegations in this paragraph consist of Plaintiffs’ characterization of this action and
10 invocation of a statutory right of review, and not allegations of fact to which a response is required. To
11 the extent a response is required, the allegations are denied, except to admit that the OCC issued a final
12 rule revising its regulations implementing the Community Reinvestment Act, 12 U.S.C. § 2901 *et seq.*
13 (“CRA” or “Act”) that was published in the Federal Register on June 5, 2020, 85 Fed. Reg. 34,734
14 (“Final Rule” of “FR”).

15 2. The allegations in Sentences 1-2 of this paragraph consist of Plaintiffs’ characterizations of CRA
16 and its purpose, and not allegations of fact to which a response is required. Defendants respectfully refer
17 the Court to 12 U.S.C. § 2901 *et seq.* for a full and accurate statement of the Act’s contents. To the
18 extent a response is required, Defendants deny any characterization in Sentences 1-2 inconsistent with or
19 not textually supported by the CRA statute. The allegations in Sentence 3 state Plaintiffs’
20 characterization of the effects of the statute and are not allegations of fact to which a response is
21 required. To the extent a response is required, the allegations in Sentence 3 are denied, except to admit
22 that CRA has played an important part in many federal, state, and local governmental efforts to improve
23 the economic conditions of low- and moderate-income (“LMI”) communities.

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26 ¹ Mr. Paulson assumed the duties of Acting Comptroller on January 14, 2021, and is automatically
27 substituted as a party in this case under Rule 25(d) of the Federal Rules of Civil Procedure.
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1 3. The allegations in this paragraph consist of Plaintiffs' characterizations of the nature of their
2 work, their missions, and accomplishments, and not allegations of fact to which a response is required.
3 Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in
4 this paragraph. To the extent a response is required, the allegations in Sentences 1-3 are denied, except
5 to admit that Plaintiffs are two nonprofit organizations.

6 4. The allegations in this paragraph consist of Plaintiffs' characterization of regulations
7 promulgated by the agencies with independent and separate rulemaking authority under CRA, and not
8 allegations of fact to which a response is required. Defendants respectfully refer the Court to the
9 regulations of the appropriate agencies—*i.e.*, the 1995 regulations cited in ¶ 26 of the Complaint and
10 their subsequent amendments—for a full and accurate statement of their contents. To the extent a
11 response is required, the allegations in this paragraph are denied to the extent that they are inconsistent
12 with or not textually supported by those regulations and the CRA statute.

13 5. The allegations in this paragraph consist of Plaintiffs' characterizations of the purpose of the
14 Final Rule and of what the Final Rule entails, and of Plaintiffs' speculations regarding the effects of the
15 Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the
16 Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is
17 required, Defendants deny the allegations in Sentence 1 of this paragraph, except to admit that the OCC,
18 pursuant to its independent rulemaking authority under CRA, published the Final Rule in the Federal
19 Register on June 5, 2020. To the extent a response is required, Defendants deny the allegations in
20 Sentences 2-5.

21 6. The allegations in Sentences 1-3 of this paragraph contain legal conclusions to which no
22 response is required. Sentence 3 also contains Plaintiffs' characterizations of what the Final Rule entails
23 and Plaintiffs' speculations regarding the effects of the Final Rule, and not allegations of fact to which a
24 response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate
25 statement of its contents. To the extent a response is required, Defendants deny the allegations in
26 Sentences 1-3.

7. The allegations in Sentence 1 of this paragraph, including the footnote, contain legal conclusions to which no response is required. To the extent a response is required, Defendants deny the allegations in Sentence 1, including footnote 1. Sentences 2-6 contain Plaintiffs' characterizations of the timing of the OCC's rulemaking activities, of public comments received on the Joint Notice of Proposed Rulemaking issued by the OCC and Federal Deposit Insurance Corporation ("FDIC") on January 9, 2020, 85 Fed. Reg. 1204 ("JNPR"), and of the OCC's treatment of the comments, not statements of fact to which a response is required. Defendants respectfully refer the Court to the JNPR and the Final Rule, as well as the comments, which will be filed with the administrative record in this case, for a full and accurate statement of the sequence of events, the contents of comments, and the OCC's treatment of comments. To the extent a response is required, Defendants deny the allegations in Sentences 2-6.

8. The allegations in this paragraph state the relief requested by Plaintiffs from the Court, and not allegations of fact to which a response is required. To the extent a response is required, Defendants deny that Plaintiffs are entitled to the relief requested or any relief whatsoever.

9. The allegations in this paragraph consist of Plaintiffs' conclusions of law regarding jurisdiction, to which no response is required. To the extent a response is required, the allegations are denied.

10. The allegations in this paragraph consist of Plaintiffs' conclusions of law regarding venue, to which no response is required. To the extent a response is required, the allegations are denied.

11. The allegations in this paragraph consist of Plaintiffs' characterization of the work of Plaintiff National Community Reinvestment Corporation ("NCRC"), of its organization, and of its mission, and not allegations of fact to which a response is required. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in this paragraph. To the extent a response is required, the allegations in Sentences 1-5 of this paragraph are denied, except to admit the allegation in Sentence 1 that Plaintiff NCRC is a nonprofit organization and the allegation in Sentence 2 that it is based in Washington D.C.

12. The allegations in this paragraph contain Plaintiffs' characterization of the nature of the work of Plaintiff California Reinvestment Coalition ("CRC"), of its organization, and of its mission, and not allegations of fact to which a response is required. Defendants lack knowledge or information sufficient

1 to form a belief about the truth of the allegations in this paragraph. To the extent a response is required,
2 the allegations in Sentences 1-7 of this paragraph are denied, except to admit the allegation in Sentence
3 1 that Plaintiff CRC is a nonprofit organization and the allegation in Sentence 2 that it is based in San
4 Francisco, California.

5 13. The allegation in this paragraph is denied. Mr. Brooks stepped down from his position as Acting
6 Comptroller and Mr. Paulson became Acting Comptroller of the Currency on January 14, 2021. *See*
7 *supra* n.1.

8 14. Defendants admit the allegations in this paragraph, except to the extent that the allegations
9 conflict with the OCC's status and statutory identification as an independent bureau of the United States
10 Department of the Treasury, 12 U.S.C. § 1 *et seq.*, and not a "subagency."

11 15. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
12 the historic activities of the Home Owners' Loan Corporation ("HOLC") and citations to historic
13 sources, and not allegations of fact to which a response is required. Defendants respectfully refer the
14 Court to the 1937 map of the City and County of San Francisco that Plaintiffs cite for a full and accurate
15 statement of the contents of the map and its associated text. To the extent a response is required,
16 Defendants admit the allegations in Sentences 1-3 of this paragraph, including footnote 2, to the extent
17 that they are an accurate reflection of what is depicted on the map and textually supported by the text
18 cited. Defendants lack knowledge sufficient to form a belief regarding the accuracy of the data reflected
19 on the historic map.

20 16. The allegations in this paragraph consist of Plaintiffs' characterization of the historic maps
21 produced by HOLC, of their demographic context, of their impact on banks' behavior, and of the
22 meaning of the term "redlining" as currently understood, and not allegations of fact to which a response
23 is required. Defendants respectfully refer the Court to the text of the CRA statute and the 1977
24 statements of Senator William Proxmire, referenced at ¶ 18 of the Complaint and appearing correctly
25 and in full on the page of the Congressional Record cited in footnote 3 of the Complaint, for a
26 description of how the term "redlining" was understood in the context of the enactment of CRA. To the
27 extent a response is required to Sentence 1 of this paragraph, Defendants admit as a general historic
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1 matter that banks avoided lending in areas categorized as hazardous and that many of these areas
2 consisted of LMI communities comprised of people of color and recent immigrants. To the extent a
3 response is required to Sentence 2, Defendants admit that the practice of banks disinvesting deposits
4 from a community, despite the availability of sound local lending opportunities, was described as
5 “redlining” in the context of the enactment of CRA.

6 17. The allegations in this paragraph consist of Plaintiffs’ characterization of mid-20th century
7 history regarding the flow of capital for homeownership and access to commercial capital, and not
8 allegations of fact to which a response is required. To the extent a response is required to Sentences 1-5,
9 Defendants admit as a general matter that, in the context of the enactment of CRA, redlining was
10 recognized to have had a detrimental impact on home and small business lending and to have aggravated
11 economic problems in communities, including LMI neighborhoods and communities of color;
12 otherwise, the allegations are denied.

13 18. The allegations in Sentence 1 of this paragraph consist of Plaintiffs’ characterization of the
14 primary purpose of CRA, and not allegations of fact to which a response is required. Defendants
15 respectfully refer the Court to the text of CRA, specifically 12 U.S.C. § 2901(b), which states the
16 statute’s purpose. *See also* 12 U.S.C. § 2903(a). To the extent a response is required, Sentence 1 is
17 denied to the extent it is inconsistent with or not textually supported by the statute’s stated purpose.
18 Sentence 2 of this paragraph, including the footnote, consists of a characterization of a 1977 statement of
19 Senator William Proxmire, and is not an allegation of fact to which a response is required. Defendants
20 respectfully refer the Court to the page of the Congressional Record cited in footnote 3 of the Complaint
21 for the full and correct quote and context for the quote provided by the preceding and proceeding
22 paragraphs in the Congressional Record. To the extent a response is required, Defendants deny the
23 allegations in Sentence 2 to the extent that the block quote appearing as part of Sentence 2 is not an
24 accurate transcription of the text, omitting the words “they will invest them elsewhere, and” that appear
25 in the middle of the quoted text in the Congressional Record cited in footnote 3.

26 19. The allegations in Sentence 1 of this paragraph consist of Plaintiffs’ characterization of the
27 purpose and function of CRA, and not allegations of fact to which a response is required. Defendants
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1 respectfully refer the Court to the text of the CRA statute, specifically 12 U.S.C. § 2901(b), which states
2 the statute's purpose. *See also* 12 U.S.C. § 2903(a). To the extent a response is required, Sentence 1 is
3 denied to the extent it is inconsistent with or not textually supported by the statute's stated purpose. The
4 allegations in Sentences 2-5 contain Plaintiffs' characterization of the essential nature of access to fairly
5 priced capital and credit for economic wellbeing, and not allegations of fact to which a response is
6 required. To the extent a response is required, the allegations in Sentences 2-5 are admitted as a general
7 matter. The allegations in Sentence 6 contain Plaintiffs' characterization of mid-20th century economic
8 history prior the passage of CRA, and not a statement of fact to which a response is required. To the
9 extent a response is required to Sentence 6, Defendants admit that prior to the passage of the fair lending
10 laws of the 1960s and 1970s—including the Fair Housing Act, 42 U.S.C. 3601 et seq., of 1968 and the
11 Equal Credit Opportunity Act, 15 U.S.C. 1691 et seq. of 1974—which was also prior to the passage of
12 CRA in 1977, many LMI persons of color experienced discrimination in accessing fairly-priced credit;
13 otherwise, the allegations are denied.

14 20. The allegations in this paragraph consist of Plaintiffs' characterization of CRA statutory
15 provisions, and not allegations of fact to which a response is required. Defendants respectfully refer the
16 Court to the statute sections cited for their full and accurate text and requirements. To the extent a
17 response is required, Defendants deny the allegations contained in Sentences 1-2 to the extent that they
18 quote and describe the requirements of the provisions under 12 U.S.C. § 2901 in a manner incomplete or
19 inconsistent with the full text of the cited statutes or to the extent that they attribute words or
20 requirements to the statutory provisions that are not present in the statutory text. To the extent a response
21 is required, Sentence 3 is admitted.

22 21. The allegations in this paragraph consist of Plaintiffs' characterizations of CRA statutory
23 provisions, and not allegations of fact to which a response is required. Defendants respectfully refer the
24 Court to the statute sections cited for their full and accurate text and requirements. To the extent a
25 response is required, Defendants deny the allegations contained in Sentences 1-2 of this paragraph to the
26 extent that they quote and describe the provisions under 12 U.S.C. § 2903 and § 2906 in a manner
27 incomplete or inconsistent with or not textually supported by the full text of the cited statutes or to the
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1 extent that they attribute words or requirements to the statutory provisions that are not present in the
2 statutory text. To the extent a response is required, Sentence 3 is admitted.

3 22. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of "public
4 input and accountability mechanisms" related to CRA, and not allegations of fact to which a response is
5 required. To the extent a response is required, Sentence 1 is denied. The allegations in Sentences 2-3
6 contain Plaintiffs' characterizations of CRA statutory provisions, and not allegations of fact to which a
7 response is required. Defendants respectfully refer the Court to the statutory sections cited for the full
8 and accurate text and requirements of the statutory sections. To the extent a response is required,
9 Sentences 2-3 are admitted as accurate descriptions of the CRA statute consistent with the text of
10 12 U.S.C. § 2904 and § 2906, except to deny that § 2906 requires the agencies to prepare *public reports*
11 rather than "prepare a written evaluation" of a bank with a "public section and a confidential section."
12 12 U.S.C. § 2906.

13 23. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of the
14 impact CRA has had on banks' behavior, and not allegations of fact to which a response is required. To
15 the extent a response is required to Sentence 1, Defendants admit that the CRA statute requires
16 regulators to assess banks records of meeting the credit needs of their entire communities, including
17 LMI neighborhoods, consistent with safe and sound operations, and prepare written evaluations with
18 public sections. *See* 12 U.S.C. §§ 2903(a), 2906(a). The allegations in Sentence 2 consist of Plaintiffs'
19 characterization of the conclusions of "[a] 2017 study by the Federal Reserve Bank of Philadelphia" for
20 which Plaintiffs provide no citation, and not allegations of fact to which a response is required. To the
21 extent a response is required to Sentence 2, Defendants admit that the Federal Reserve Bank of
22 Philadelphia published a working paper in June 2017, which was superseded by a working paper
23 published in February 2020 that found "evidence that the loss of CRA eligibility status in a
24 neighborhood leads to a decrease of about 10 percent to 20 percent (depending on the models and
25 specifications used) in the volume of purchase mortgage originations by CRA-regulated lenders,"² but
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27 ² *See* Lei Ding and Leonard Nakamura, Federal Reserve Bank of Philadelphia, "'Don't Know What You
28 Got Till It's Gone'—The Community Reinvestment Act in a Changing Financial Landscape" (Working
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1 deny that this study supports any other allegation in the Complaint. The allegations in Sentence 3 consist
2 of Plaintiffs' characterization of Plaintiff NCRC's findings regarding bank loan activity since 1996,
3 without citation, and not allegations of fact to which a response is required. Defendants lack knowledge
4 or information sufficient to form a belief about the truth of the allegations in Sentence 3. To the extent a
5 response is required, the allegations in Sentence 3 are denied. The allegations in Sentence 4 consist of
6 Plaintiffs' characterization of the role of CRA in improving economic development and opportunities,
7 and not allegations of fact to which a response is required. To the extent a response is required, the
8 allegations in Sentence 4 are denied, except to admit that CRA has played an important part in many
9 efforts to improve economic development and opportunities in LMI communities; otherwise, the
10 allegations are denied.

11 24. The allegations in this paragraph contain Plaintiffs' speculations regarding the effects of the
12 Final Rule, and not allegations of fact to which a response is required. To the extent a response is
13 required, the allegations are denied.

14 25. The allegations in this paragraph consist of Plaintiffs' characterizations of CRA statutory
15 provisions, and not allegations of fact to which a response is required. Defendants respectfully refer the
16 Court to the statute section cited for its full and accurate text and requirements. To the extent a response
17 is required, this paragraph is denied to the extent it describes the provisions under 12 U.S.C. § 2902 in a
18 manner incomplete or inconsistent with or not textually supported by the full text of the cited statute or
19 attributes words or requirements to the statutory text that are not present in the statute.

20 26. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of past
21 rulemakings for the implementation of CRA and the CRA regulations of the multiple agencies with
22 independent rulemaking authority under CRA, compared to the rulemaking leading to the Final Rule,
23 and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the
24 Federal Register publication cited in this paragraph and subsequent revisions to those regulations for a
25 full and accurate statement of their contents. To the extent a response is required, the allegations in

26 _____
27 Paper 20-08) (Feb. 2020), *available at* [https://www.philadelphiafed.org/-/media/frbp/assets/working-](https://www.philadelphiafed.org/-/media/frbp/assets/working-papers/2020/wp20-08.pdf)
28 [papers/2020/wp20-08.pdf](https://www.philadelphiafed.org/-/media/frbp/assets/working-papers/2020/wp20-08.pdf).

1 Sentence 1 are denied to the extent that they are inconsistent with or not textually supported by that
2 rulemaking history and the independent rulemaking authority for the separate agencies under 12 U.S.C.
3 § 2905. The allegations in Sentence 2 consist of Plaintiffs' characterization of regulations promulgated
4 by the agencies in 1995, and not allegations of fact to which a response is required. Defendants
5 respectfully refer the Court to the cited regulations and subsequent revisions to those regulations for a
6 full and accurate statement of their contents. To the extent a response is required, the allegations in
7 Sentence 2 are denied to the extent that they are inconsistent with or not textually supported by the
8 regulations cited and to the extent that they are inconsistent with the application of the OCC's
9 regulations to state savings associations under 12 U.S.C. § 2905, including state saving associations for
10 which the FDIC is the appropriate Federal financial supervisory agency under 12 U.S.C. § 2902.

11 27. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of the
12 rulemaking activity that led to the agencies' issuances of their regulations implementing CRA in 1995,
13 and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the
14 cited pages of the Federal Register for a full and accurate statement of their contents. To the extent a
15 response is required, the allegations in Sentence 1 are denied to the extent that they are not textually
16 supported by the actual contents of the page of the Federal Register cited. The allegations in Sentences
17 2-3 are admitted as accurate references to information appearing in the Federal Register with the
18 issuances of the agencies' 1995 regulations implementing CRA. The allegations in Sentence 4 of this
19 paragraph consist of Plaintiffs' characterization of the description of public comments received in
20 response to the proposals that led to the agencies' 1995 regulations implementing CRA, and not
21 allegations of fact to which an answer is required. Defendants respectfully refer the Court to the cited
22 pages of the Federal Register for a full and accurate statement of their contents. To the extent a response
23 is required, the allegations in Sentence 4 are denied.

24 28. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
25 the agencies' regulations promulgated in 1995, and not allegations of fact to which a response is
26 required. Defendants respectfully refer the Court to the cited regulation text in this paragraph and in
27 footnote 4 for a full and accurate statement of its contents. To the extent a response is required, the
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1 allegations in this paragraph, including footnote 4, are denied to the extent that they allege that the
2 agencies did not promulgate their own separate regulations under their independent rulemaking
3 authorities in 1995.

4 29. The allegations in this paragraph consist of Plaintiffs' characterization of the structure and
5 implementation of the agencies' CRA regulations, and not allegations of fact to which a response is
6 required. Defendants respectfully refer the Court to the regulations at 12 C.F.R. Parts 195, 228, and 345
7 and the regulations at 12 C.F.R. Part 25, both prior to and following the effective date of the Final Rule,
8 and the agencies' guidance concerning the implementation of their CRA regulations—including the
9 OCC Comptroller's Handbook on CRA Examination Procedures (May 1999), cited following
10 Sentence 3 of this paragraph, and the Interagency Frequently Asked Questions on CRA Guidance, most
11 recently published at 81 Fed. Reg. 48,506 (Jul. 25, 2016)—for a full and accurate statement of the broad
12 "CRA framework" as it has been and is currently implemented. To the extent a response is required,
13 Defendants deny the allegations in Sentences 1-3 of this paragraph to the extent that they are
14 inconsistent with or not textually supported by the regulatory text that predates the Final Rule and the
15 agencies' guidance and to the extent that the allegations fail to account for the revisions to "the CRA
16 framework" brought about by the Final Rule for the banks and savings associations subject to the OCC's
17 regulations.

18 30. The allegations in this paragraph consist of Plaintiffs' characterization of the requirements of the
19 agencies' CRA regulations with respect to the delineation and role of assessment areas, and not
20 allegations of fact to which a response is required. Defendants respectfully refer the Court to the
21 regulations at 12 C.F.R. Parts 195, 228, and 345 and the regulations at 12 C.F.R. Part 25, both prior to
22 and following the effective date of the Final Rule, for a full and accurate statement of the past and
23 current regulatory requirements for the delineation and role of assessment areas. To the extent a
24 response is required, Defendants deny the allegations in Sentences 1-4 of this paragraph to the extent
25 that they are inconsistent with or not textually supported by the regulatory text that predates the Final
26 Rule and to the extent that the allegations fail to account for the revisions to the delineation and role of
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1 assessment areas brought about by the Final Rule for the banks and savings associations subject to the
2 OCC's regulations.

3 31. The allegations in this paragraph consist of Plaintiffs' characterization of the requirements of the
4 agencies' CRA regulations with respect to performance standards, and not allegations of fact to which a
5 response is required. Defendants respectfully refer the Court to the regulations at 12 C.F.R. Parts 195,
6 228, and 345 and the regulations at 12 C.F.R. Part 25, both prior to and following the effective date of
7 the Final Rule, for a full and accurate statement of the past and current regulatory requirements for
8 performance standards. To the extent a response is required, Defendants deny the allegations in
9 Sentences 1-5 of this paragraph to the extent that they are inconsistent with or not textually supported by
10 the regulatory text that predates the Final Rule and to the extent that the allegations fail to account for
11 the revisions to the performance standards brought about by the Final Rule, particularly for the largest
12 banks and savings associations with assets above \$2.5 billion subject to the OCC's regulations.

13 32. The allegations in this paragraph consist of Plaintiffs' characterization of the requirements of the
14 agencies' CRA regulations with respect to performance standards, and not allegations of fact to which a
15 response is required. Defendants respectfully refer the Court to the regulations at 12 C.F.R. Parts 195,
16 228, and 345 and the regulations at 12 C.F.R. Part 25, both prior to and following the effective date of
17 the Final Rule, for a full and accurate statement of the past and current regulatory requirements for
18 performance standards. To the extent a response is required, Defendants deny the allegations in
19 Sentences 1-3 of this paragraph to the extent that they are inconsistent with or not textually supported by
20 the regulatory text that predates the Final Rule and to the extent that the allegations fail to account for
21 the revisions to the performance standards brought about by the Final Rule, particularly for banks and
22 savings associations with assets of \$600 million or less (small banks) and banks and savings associations
23 with assets over \$600 million but not more than \$2.5 billion (intermediate banks) subject to the OCC's
24 regulations.

25 33. The allegations in this paragraph consist of Plaintiffs' characterization of the requirements of the
26 agencies' CRA regulations with respect to performance context, and not allegations of fact to which a
27 response is required. Defendants respectfully refer the Court to the regulations at 12 C.F.R. Parts 195,
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228, and 345 and the regulations at 12 C.F.R. Part 25, both prior to and following the effective date of the Final Rule, for a full and accurate statement of the past and current regulatory requirements for performance context. To the extent a response is required, Defendants deny the allegations in Sentences 1-3 of this paragraph to the extent that they are inconsistent with or not textually supported by the regulatory text that predates the Final Rule and to the extent that the allegations fail to account for the revisions to the use of performance context brought about by the Final Rule, particularly for the largest banks and savings associations with assets above \$2.5 billion subject to the OCC's regulations.

34. The allegations in this paragraph consist of Plaintiffs' characterization of the requirements of the CRA statute and the agencies' CRA regulations with respect to performance ratings, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the cited statutory provision and the regulations at 12 C.F.R. Parts 195, 228, and 345 and the regulations at 12 C.F.R. Part 25, both prior to and following the effective date of the Final Rule, for a full and accurate statement of the past and current statutory and regulatory requirements for performance ratings. To the extent a response is required, the allegations in Sentence 2 of this paragraph are admitted as an accurate statement of the statutory categories of assigned ratings for banks' records of or in "meeting community credit needs" under 12 U.S.C. § 2906(b)(2). To the extent a response is required, Defendants deny the allegations in Sentences 1 and 3-6 to the extent that they are inconsistent with or not textually supported by the regulatory text that predates the Final Rule and to the extent that the allegations fail to account for the revisions to performance standards and performance ratings brought about by the Final Rule, particularly for the largest banks and savings associations with assets above \$2.5 billion subject to the OCC's regulations.

35. The allegations in this paragraph consist of Plaintiffs' characterization of the effects of CRA performance ratings on banks, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the statutory requirements at 12 U.S.C. § 2903(a)(2), which require the agencies to take a bank's record of meeting community credit needs into account when deciding various application types identified at 12 U.S.C. § 2902(3), as well as OCC regulations governing decisions on filings—*e.g.*, 12 C.F.R. §§ 5.3, 5.13—for an accurate statement of the effects of a banks' CRA

1 performance rating. To the extent a response is required, the allegations in Sentences 1-2 of this
2 paragraph are admitted to the extent that they are consistent with and textually supported by the
3 requirements under the statute and the OCC's referenced regulations; otherwise, the allegations are
4 denied. To the extent a response is required to Sentence 3, Defendants admit as a general matter that
5 there exist city ordinances that require that a financial institution must receive at least a satisfactory
6 CRA rating to be deemed a qualified depository; otherwise, the allegations are denied.

7 36. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterizations
8 of the requirements of the CRA statute, of the agencies' CRA regulations, and of Plaintiff NCRC's
9 study, cited in footnote 5, and not allegations of fact to which a response is required. Defendants
10 respectfully refer the Court to the text of the CRA statute and the regulations at 12 C.F.R. Parts 195,
11 228, and 345 and the regulations at 12 C.F.R. Part 25, both prior to and following the effective date of
12 the Final Rule, for a full and accurate statement of the current statutory requirements and past and
13 current regulatory CRA requirements. Defendants respectfully refer the Court to the article published by
14 Plaintiff NCRC and cited in footnote 5 for a full and accurate statement of Plaintiff NCRC's
15 conclusions. To the extent a response is required, the allegations in this paragraph are denied, except to
16 admit as a general matter that a sample of CRA performance evaluations from between 2006 and 2018,
17 analyzed by the OCC, indicated that nearly 98 percent of banks included in the sample received either an
18 "Outstanding" or "Satisfactory" performance rating. *See* FR 34,735 n.7.

19 37. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
20 the regulatory burden associated with compliance with CRA regulations and of a study by the Federal
21 Reserve Bank of St. Louis cited in footnote 6, and not allegations of fact to which a response is required.
22 Defendants respectfully refer the Court to the article published by the Federal Reserve Bank of St. Louis
23 cited in footnote 6 for a full and accurate statement of the conclusions of its study. To the extent a
24 response is required, the allegations in Sentences 1-2 if this paragraph are denied.

25 38. The allegations in this paragraph are admitted.

26 39. The allegations in Sentences 1-2 of this paragraph are denied.

40. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in this paragraph. To the extent a response is required, Defendants deny the allegations in Sentence 1 of this paragraph. The allegations in Sentence 2, including the footnote, consist of Plaintiffs' characterizations of the conclusions of a study by Plaintiff CRC, and not allegations of fact to which a response is required. To the extent a response is required, Defendants' respectfully refer the Court to the press release cited in footnote 7 for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentence 2. The allegations in Sentence 3 consist of Plaintiffs' characterization of the results of an investigation by the California Attorney General's Office, and not allegations of fact to which a response is required. Defendants' respectfully refer the Court to the memorandum cited and included in Plaintiffs' Complaint as Exhibit F for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentence 3 to the extent that they are inconsistent with or not textually supported by the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as Amended, *In re CIT Group, Inc.*, Docket No. 17-046-CMP-HC (Jan. 12, 2018)³ or the prior public enforcement documents referenced therein between federal regulators and CIT Group, Inc. and its predecessor entities.

41. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in this paragraph. Sentences 1-2 of this paragraph, including the footnote, contain Plaintiffs' characterization of an analysis by Plaintiff CRC, and not allegations of fact to which a response is required. To the extent a response is required, Defendants respectfully refer the Court to the testimony of the CRC director cited in footnote 8 for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-2.

42. The allegations in Sentences 1-2 of this paragraph consist of Plaintiffs' characterizations of the requirements of and purpose of the Final Rule with respect to public input, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule for a full and

³ Available at <https://www.federalreserve.gov/newsevents/pressreleases/files/enf20180112a1.pdf>.

1 accurate statement of its contents. To the extent a response is required, Defendants deny the allegations
2 in Sentences 1-2. The allegations in Sentence 3 contain Plaintiffs' characterizations of the concerns of
3 community groups, and not allegations of fact to which a response is required. Defendants lack
4 knowledge or information sufficient to form a belief about the truth of the allegations in Sentence 3. To
5 the extent a response is required to Sentence 3, Defendants admit as a general matter that there were
6 community groups that expressed concerns regarding the CRA-related activities of OneWest Bank and
7 CIT Bank at the time of the proposed merger between the two entities; otherwise, the allegations are
8 denied.

9 43. The allegations in this paragraph, including the footnotes, consist of characterizations and
10 purported selective quotations of statements attributed to former Comptroller Otting in the press and on
11 the Internet, and not allegations of fact to which a response is required. Defendants respectfully refer the
12 Court to the articles and webpage cited in footnotes 9, 10, and 11 for full and accurate statements of
13 their contents. To the extent a response is required, Defendants deny the characterizations of former
14 Comptroller Otting's statements in Sentences 1-2 of this paragraph, which are based on selective, partial
15 quotations that take statements out of context so as to imply a meaning different from that indicated in
16 the full text and context of the statements.

17 44. The allegations in Sentence 1 of this paragraph consist of a characterization of the statutory
18 purpose of CRA, and not allegations of fact to which a response is required. Defendants respectfully
19 refer the Court to the text of the CRA statute, specifically 12 U.S.C. § 2901(b), which states the statute's
20 purpose. *See also* 12 U.S.C. § 2903(a). To the extent a response is required, Defendants deny the
21 allegations in Sentence 1 to the extent that they are not an accurate statement of the statute's stated
22 purpose and to the extent that they allege that former Comptroller Otting questioned the purpose of
23 CRA. The allegations in the rest of this paragraph, including the footnotes, consist of characterizations
24 and purported selective quotations of statements made by former Comptroller Otting in a congressional
25 hearing on June 13, 2018, and not allegations of fact to which a response is required. Defendants
26 respectfully refer the Court to the transcript from the congressional hearing cited in footnote 13 and the
27 article cited in footnote 12 for full and accurate statements of their contents. To the extent a response is
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1 required, Defendants deny Plaintiffs' characterizations of former Comptroller Otting's statements in
2 Sentences 2, 3, and 4 of this paragraph, which are based on selective, partial quotations that take
3 statements out of context so as to imply a meaning different from that indicated in the full text and
4 context of the statements. Defendants deny Plaintiffs' characterization of the data analysis of the Board
5 of Governors of the Federal Reserve System ("Federal Reserve") in Sentence 3 to the extent it is
6 inconsistent with or not textually supported by the article cited in footnote 12.

7 45. Defendants deny the allegations in Sentences 1-2 of this paragraph.

8 46. Defendants deny the allegations in Sentence 1 of this paragraph, except to admit that the OCC
9 issued an Advanced Notice of Proposed Rulemaking ("ANPR") related to Reforming the CRA
10 Regulatory Framework, 83 Fed. Reg. 45,053, on September 5, 2018. The allegations in Sentence 2
11 consist of Plaintiffs' characterization of the contents of the ANPR, and not allegations of fact to which a
12 response is required. Defendants respectfully refer the Court to the text of the ANPR for a full and
13 accurate statement of its contents. To the extent a response is required, Defendants deny the allegations
14 in Sentence 2.

15 47. The allegations in this paragraph consist of Plaintiffs' characterization of public comments
16 received by the OCC in response to the ANPR, and not allegations of fact to which a response is
17 required. Defendants respectfully refer the Court to the comments, which will be filed with the
18 administrative record in this case, for full and accurate statements of their contents. To the extent a
19 response is required, Defendants deny the allegations in this paragraph except to admit that the OCC
20 received 1,587 comments posted on regulations.gov in response to the ANPR.

21 48. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
22 the comment submitted by Plaintiff NCRC to the OCC in response to the ANPR, and not allegations of
23 fact to which a response is required. Defendants respectfully refer the Court to the comment letter cited
24 in footnote 14 for a full and accurate statement of its contents. To the extent a response is required,
25 Defendants deny the allegations in this paragraph.

26 49. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
27 the comment submitted by Plaintiff CRC to the OCC in response to the ANPR, and not allegations of
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fact to which a response is required. Defendants respectfully refer the Court to the comment letter cited in footnote 15 for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-2 of this paragraph.

50. The allegations in this paragraph, including the footnotes, consist of Plaintiffs' characterizations of and purported quotations from referenced letters and an *American Banker* article authored by an OCC Deputy Comptroller, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the referenced documents cited in footnotes 16, 17, and 18 for full and accurate statements of their contents. To the extent a response is required, Defendants deny the allegations in Sentence 1 of this paragraph. Defendants also deny the allegations in Sentences 2-5 to the extent that they are inconsistent with or not textually supported by the referenced documents.

51. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of the timing of the OCC's rulemaking activities, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the JNPR and documents referenced in Paragraph 50 of the Complaint for a full and accurate account of the sequence of events. To the extent a response is required, Defendants deny the allegations in Sentence 1. Defendants admit the allegations in Sentence 2.

52. The allegations in this paragraph consist of Plaintiffs' characterization of the views of other regulators on the JNPR, and not allegations of fact to which a response is required. To the extent a response is required, Defendants admit that the Federal Reserve did not join the OCC and FDIC in issuing the JNPR; otherwise, the allegations are denied.

53. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of and purported quotation from a referenced transcript of remarks delivered by Federal Reserve Chair Jerome Powell, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the referenced transcript, cited in footnote 19, for a full and accurate statement of its contents. To the extent a response is required, Defendants deny any characterization in Sentences 1-2 of this paragraph inconsistent with or not textually supported by the referenced transcript.

54. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of and purported quotation from the referenced transcript of remarks delivered by Federal Reserve

1 Governor Lael Brainard, and not allegations of fact to which a response is required. Defendants
2 respectfully refer the Court to the referenced document, cited in footnote 20, for a full and accurate
3 statement of its contents. To the extent a response is required, Defendants deny any characterization in
4 Sentences 1-5 of this paragraph inconsistent with or not textually supported by the referenced transcript.

5 55. The allegations in Sentences 1, 3, and 4, including the footnote, consist of Plaintiffs'
6 characterizations of and purported quotation from the referenced transcript of remarks delivered by
7 Federal Reserve Governor Lael Brainard, and not allegations of fact to which a response is required.
8 Defendants respectfully refer the Court to the referenced transcript, cited in footnote 21, for a full and
9 accurate statement of its contents. To the extent a response is required, Defendants deny any
10 characterization in Sentences 1, 3, and 4 inconsistent with or not textually supported by the referenced
11 transcript. Defendants deny the allegations in Sentence 2.

12 56. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
13 and purported quotation from a statement issued by Martin Gruenberg, member of the FDIC Board of
14 Directors, and not allegations of fact to which a response is required. Defendants respectfully refer the
15 Court to the referenced statement, cited in footnote 22, for a full and accurate statement of its contents.
16 To the extent a response is required, Defendants deny any characterization in Sentences 1-4 of this
17 paragraph inconsistent with or not textually supported by the referenced statement.

18 57. Defendants deny the allegations in Sentence 1. The allegations in Sentences 2 and 4 consist of
19 Plaintiffs' characterization of public comments that the OCC received in response to the JNPR, and not
20 allegations of fact to which a response is required. Defendants respectfully refer the Court to the
21 comments, which will be filed with the administrative record in this case, for a full and accurate
22 statement of their contents. To the extent a response is required, Defendants deny any characterization
23 inconsistent with or not textually supported by the comments. Defendants lack knowledge or
24 information sufficient to form a belief about the truth of the factual allegations contained in Sentence 3.
25 To the extent a response is required, Defendants deny the allegations in Sentence 3.

26 58. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
27 public comments received in response to the JNPR, and not allegations of fact to which a response is
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1 required. Defendants respectfully refer the Court to the comments, which will be filed with the
2 administrative record in this case, for full and accurate statements of their contents. To the extent a
3 response is required, Defendants deny any characterization in Sentences 1-2 of this paragraph
4 inconsistent with or not textually supported by the comments, including the referenced comments cited
5 in footnote 23.

6 59. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
7 public comments received in response to the JNPR, and not allegations of fact to which a response is
8 required. Defendants respectfully refer the Court to the comments, which will be filed with the
9 administrative record in this case, for full and accurate statements of their contents. To the extent a
10 response is required, Defendants deny any characterization in Sentences 1-3 of this paragraph
11 inconsistent with or not textually supported by the comments, including the referenced comment cited in
12 footnote 24.

13 60. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
14 public comments received in response to the JNPR, and not allegations of fact to which a response is
15 required. Defendants respectfully refer the Court to the comments, which will be filed with the
16 administrative record in this case, for full and accurate statements of their contents. To the extent a
17 response is required, Defendants deny any characterization in Sentences 1-2 of this paragraph
18 inconsistent with or not textually supported by the comments, including the referenced comment cited in
19 footnote 25.

20 61. The allegations in this paragraph consist of Plaintiffs' characterization of the timing of the
21 OCC's rulemaking activities, and not allegations of fact to which a response is required. Defendants
22 respectfully refer the Court to the JNPR and Final Rule for a full and accurate statement of the sequence
23 of events. Sentence 2 of this paragraph also contains legal conclusions to which no response is required.
24 To the extent a response is required, Defendants deny the allegations in Sentences 1-2, except to admit
25 that the OCC released the Final Rule on May 20, 2020 during the COVID-19 pandemic.

26 62. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterizations
27 of the views of other regulators on the JNPR and of a referenced statement issued by FDIC Chair Jelena
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1 McWilliams, and not allegations of fact to which a response is required. Defendants respectfully refer
2 the Court to the referenced statement, cited in footnote 26, for a full and accurate statement of its
3 contents. To the extent a response is required, Defendants admit that the FDIC did not join the OCC in
4 issuing the Final Rule, but otherwise deny the allegations in Sentences 1-3 of this paragraph to the extent
5 that they are inconsistent with or not textually supported by the referenced statement.

6 63. The allegations in this paragraph consist of Plaintiffs' characterizations of the views of "every
7 interested party" on the JNPR and the OCC's treatment of such views, and not allegations of fact to
8 which a response is required. Defendants respectfully refer the Court to the JNPR, Final Rule, and
9 public comments, which will be filed with the administrative record in this case, for full and accurate
10 statements of their contents. To the extent a response is required, Defendants deny the allegations in
11 Sentences 1-2 of this paragraph.

12 64. Defendants deny the allegations in this paragraph, except to admit that former Comptroller
13 Otting announced his resignation on May 21, 2021.

14 65. Defendants deny the allegations in this paragraph, and aver that the OCC described its research
15 and analysis in the JNPR.

16 66. Defendants admit that the OCC did not publish data or analysis belonging to the Federal
17 Reserve, although subsequently the Federal Reserve publicly released the referenced data during the
18 comment period for the JNPR.

19 67. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterizations
20 of referenced call summaries, of the timing of the publication of the call summaries in relation to
21 unspecified news reports, and of public comments and letters submitted to the OCC in the course of the
22 rulemaking process, and not allegations of fact to which a response is required. Defendants respectfully
23 refer the Court to the referenced summaries, comments, and letters, which will be filed with the
24 administrative record in this case, for a full and accurate statements of their contents. To the extent a
25 response is required, Defendants deny the allegations in Sentences 1-2 of this paragraph, except to admit
26 that the OCC documented that former Comptroller Otting held calls with the CEOs of 17 large banks,
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1 including the CEOs of Chase, Citi, Bank of America, and Wells Fargo in summaries of these calls
2 entered on the public rulemaking docket at regulations.gov on April 8, 2020.

3 68. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
4 the referenced Request for Information and Final Rule, and not allegations of fact to which a response is
5 required. Defendants respectfully refer the Court to the referenced Request for Information and Final
6 Rule for full and accurate statements of their contents. To the extent a response is required, Defendants
7 deny the allegations in this paragraph, except to admit that the OCC did not publicly release confidential
8 commercial information submitted to it by its regulated entities in response to the referenced Request for
9 Information. *See* FR 34,786.

10 69. Defendants deny the allegations in this paragraph.

11 70. Defendants admit the allegations in Sentences 1-2 of this paragraph. The allegations in Sentence
12 3 of this paragraph contain Plaintiffs' characterization of the relationship between the CRA statute and
13 LMI communities' economic investment needs, and not allegations of fact to which a response is
14 required. Defendants respectfully refer the Court to the text of the CRA statute, specifically 12 U.S.C. §
15 2901(b), which states the statute's purpose, as well as 12 U.S.C. § 2903(a), for a full and accurate
16 statement of its purpose and requirements with respect to LMI communities. To the extent a response is
17 required to Sentence 3, Defendants admit as a general matter that LMI communities have been
18 economically impacted during the COVID-19 pandemic and that CRA has had an important role in
19 economic investment in LMI communities; otherwise, the allegations are denied.

20 71. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
21 referenced letters, and not allegations of fact to which a response is required. Defendants respectfully
22 refer the Court to the referenced letters cited in footnote 29, for full and accurate statements of their
23 contents. To the extent a response is required, Defendants deny any characterization in this paragraph
24 inconsistent with or not textually supported by the referenced letters.

25 72. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
26 referenced letters, and not allegations of fact to which a response is required. Defendants respectfully
27 refer the Court to the referenced letters cited in footnote 30, for full and accurate statements of their
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1 contents. To the extent a response is required, Defendants deny any characterization in this paragraph
2 inconsistent with or not textually supported by the referenced letters.

3 73. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
4 a referenced statement issued by FDIC Chair McWilliams, and not allegations of fact to which a
5 response is required. Defendants respectfully refer the Court to the referenced statement, cited in
6 footnote 31, for a full and accurate account of its contents. To the extent a response is required,
7 Defendants deny any characterization inconsistent with or not textually supported by the referenced
8 statement.

9 74. The allegations in this paragraph consist of Plaintiffs' characterizations of public comments
10 received in response to the JNPR and the OCC's treatment of those comments, and not allegations of
11 fact to which a response is required. Defendants respectfully refer the Court to the Final Rule and the
12 comments, which will be filed with the administrative record in this case, for full and accurate
13 statements of their contents. To the extent a response is required, Defendants deny any characterization
14 in Sentences 1-2 of this paragraph inconsistent with or not textually supported by the Final Rule or the
15 comments.

16 75. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
17 the contents and significance of a referenced interagency statement, and not allegations of fact to which
18 a response is required. Defendants respectfully refer the Court to the referenced interagency statement,
19 cited in footnote 32, for a full and accurate statement of its contents. To the extent a response is required,
20 Defendants deny any characterization in Sentence 1 or 2 of this paragraph inconsistent with or not
21 textually supported by the referenced statement. The remaining allegations in Sentence 2 consist of
22 Plaintiffs' characterization of the Final Rule and of Plaintiffs' speculations regarding the effects of the
23 Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the
24 Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is
25 required, Defendants deny the remaining allegations in Sentence 2.

26 76. Defendants admit the allegations in Sentence 1. The allegations in Sentence 2 are denied.
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1 77. Defendants admit that this paragraph consists of a partial quotation from the Final Rule, but deny
2 that this quotation supports any other allegation in the Complaint.

3 78. Defendants deny the allegations in this paragraph.

4 79. This paragraph consists of Plaintiffs' characterizations of the Final Rule in comparison to the
5 JNPR and prior CRA implementing regulations, and not allegations of fact to which a response is
6 required. Defendants respectfully refer the Court to the Final Rule, the JNPR, and prior CRA
7 implementing regulations for full and accurate statements of their contents. To the extent a response is
8 required, Defendants deny the allegations in Sentences 1-3 of this paragraph, except to admit that the
9 Final Rule implemented changes in what activities count for CRA credit, where they will be counted,
10 and how performance is evaluated compared to the OCC's previous regulations implementing CRA.

11 80. The allegations in this paragraph, including its subparts a-d, consist of Plaintiffs'
12 characterizations of the CRA statute and of the Final Rule in comparison to prior CRA implementing
13 regulations, and not allegations of fact to which a response is required. Defendants respectfully refer the
14 Court to the text of the CRA statute, the Final Rule, the OCC's prior CRA implementing regulations,
15 and OCC guidance and procedures on the implementation of its CRA regulations, including Interagency
16 Frequently Asked Questions on CRA Guidance, most recently published at 81 Fed. Reg. 48,506 (Jul. 25,
17 2016), for full and accurate statements of their contents and how CRA implementation under the Final
18 Rule will differ from CRA implementation under the OCC's prior regulations. To the extent a response
19 is required, Defendants deny any characterization in Sentences 1-10 in subparts a-d of this paragraph
20 inconsistent with or not textually supported by the CRA statute, the Final Rule, prior CRA implementing
21 regulations, and OCC guidance and procedures.

22 81. The allegations in this paragraph consist of legal conclusions to which no response is required
23 and Plaintiffs' characterizations of the JNPR and of the Final Rule, and not allegations of fact to which a
24 response is required. Defendants respectfully refer the Court to the JNPR and the Final Rule for full and
25 accurate statements of their contents. To the extent a response is required, Defendants deny the
26 allegations in this paragraph.

1 82. The allegations in this paragraph consist of Plaintiffs' characterizations of the CRA statute, of
2 the Final Rule, and of public comments received in response to the JNPR, and not allegations of fact to
3 which a response is required. Defendants respectfully refer the Court to the CRA statute, the Final Rule,
4 the JNPR, and the comments, which will be filed with the administrative record in this case, for full and
5 accurate statements of their contents. To the extent a response is required, Defendants deny the
6 allegations in Sentences 1 and 3 of this paragraph and deny the allegations in Sentences 2 to the extent
7 that they are inconsistent with or not textually supported by the comments.

8 83. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
9 how it differs from the OCC's prior implementation of CRA, and not allegations of fact to which a
10 response is required. Defendants respectfully refer the Court to the Final Rule, prior CRA implementing
11 regulations, and Interagency Frequently Asked Questions on CRA Guidance, most recently published at
12 81 Fed. Reg. 48,506 (Jul. 25, 2016), for true and accurate statements of how CRA implementation under
13 the Final Rule will differ from CRA implementation under the OCC's prior regulations. To the extent a
14 response is required, Defendants deny the allegations in this paragraph.

15 84. The allegations in Sentence 1 consist of Plaintiffs' characterization of public comments received
16 in response to the JNPR, and not allegations of fact to which a response is required. Defendants
17 respectfully refer the Court to the comments, which will be filed with the administrative record in this
18 case, for full and accurate statements of their contents. To the extent a response is required, Defendants
19 deny the allegations in Sentence 1. The allegations in Sentence 2 consist of a hypothetical example
20 purportedly illustrating the allegations stated in Sentence 1, and not allegations of fact to which a
21 response is required. To the extent a response is required, Defendants deny the allegations in Sentence 2.
22 The allegations in Sentence 3 consist of Plaintiffs' characterization of the Final Rule, and not allegations
23 of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule for a
24 full and accurate statement of its contents. To the extent a response is required, Defendants deny the
25 allegations in Sentence 3.

26 85. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and how
27 it differs from the OCC's prior implementation of CRA, and not allegations of fact to which a response
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1 is required. Defendants respectfully refer the Court to the Final Rule, prior CRA implementing
2 regulations, and Interagency Frequently Asked Questions on CRA Guidance, most recently published at
3 81 Fed. Reg. 48,506 (Jul. 25, 2016), for true and accurate statements of how CRA implementation under
4 the Final Rule will differ from CRA implementation under the OCC's prior regulations. To the extent a
5 response is required, Defendants deny the allegations in this paragraph.

6 86. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterizations of public
7 comments received in response to the JNPR, and not allegations of fact to which a response is required.
8 Defendants respectfully refer the Court to the comments, which will be filed with the administrative
9 record in this case, for full and accurate statements of their contents. To the extent a response is
10 required, Defendants deny the allegations in Sentence 1. The allegations in Sentences 2-3 consist of
11 Plaintiffs' characterizations of and purported quotations from the Final Rule, and not allegations of fact
12 to which a response is required. Defendants respectfully refer the Court to the Final Rule for a full and
13 accurate statement of its contents. To the extent a response is required, Defendants deny the allegations
14 in Sentences 2-3.

15 87. The allegations in Sentences 1-2 of this paragraph consist of Plaintiffs' characterizations of the
16 Final Rule and of public comments received in response to the JNPR, and not allegations of fact to
17 which a response is required. Defendants respectfully refer the Court to the Final Rule and the
18 comments, which will be filed with the administrative record in this case, for a full and accurate
19 statement of their contents. To the extent a response is required, Defendants deny any characterization
20 inconsistent with or not textually supported by the Final Rule, the JNPR, or the comments. The
21 allegations in Sentence 3 consist of a hypothetical example purportedly illustrating the characterization
22 of the Final Rule alleged in Sentence 2, and not allegations of fact to which a response is required. To
23 the extent a response is required, Defendants deny the allegations in Sentence 3. The allegations in
24 Sentences 4-6 consist of Plaintiffs' characterizations of CRA's statutory purpose and of the Final Rule,
25 and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the
26 CRA statute, specifically 12 U.S.C. § 2901(b), which states the Act's purpose, as well as 12 U.S.C. §
27 2903(a), and the Final Rule for a full and accurate statement of their contents. To the extent a response is
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1 required, Defendants deny the allegations in Sentences 4-6 to the extent that they are not an accurate
2 statement of the statute's stated purpose and are otherwise inconsistent with or not textually supported
3 by the CRA statute or the Final Rule.

4 88. The allegations in Sentences 1, 2, and 4 of this paragraph consist of Plaintiffs' characterization of
5 the Final Rule compared to how CRA was implemented under the OCC's prior regulations, and not
6 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
7 Rule, prior CRA implementing regulations, and Interagency Frequently Asked Questions on CRA
8 Guidance, most recently published at 81 Fed. Reg. 48,506 (Jul. 25, 2016), for true and accurate
9 statements of how CRA implementation under the Final Rule will differ from CRA implementation
10 under the OCC's prior regulations. To the extent a response is required, Defendants deny the allegations
11 in Sentence 1. Defendants deny the allegations in Sentences 2 and 4 to the extent that they are
12 inconsistent with or not textually supported by the Final Rule, prior CRA implementing regulations, and
13 Interagency Frequently Asked Questions on CRA Guidance. The allegations in Sentence 3 consist of
14 Plaintiffs' characterization of public comments received in response to the JNPR and the OCC's
15 treatment of the comments in the Final Rule, and not allegations of fact to which a response is required.
16 Defendants respectfully refer the Court to the Final Rule and the comments, that will be filed with the
17 administrative record in this case, for full and accurate statements of their contents. To the extent a
18 response is required, Defendants deny the allegations in Sentence 3.

19 89. The allegations in this paragraph consist of Plaintiffs' characterizations of public comments
20 received in response to the JNPR and the Final Rule, and not allegations of fact to which a response is
21 required. Defendants respectfully refer the Court to the Final Rule and the comments, which will be filed
22 with the administrative record in this case, for full and accurate statements of their contents. To the
23 extent a response to is required, Defendants deny any characterization in Sentence 1 of this paragraph
24 inconsistent with or not textually supported by the Final Rule or the comments. Defendants deny the
25 allegations in Sentence 2.

26 90. The allegations in this paragraph consist of legal conclusions to which no response is required
27 and Plaintiffs' characterizations of the JNPR and of the Final Rule, and not allegations of fact to which a
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1 response is required. Defendants respectfully refer the Court to the JNPR and the Final Rule for a full
2 and accurate statement of their contents. To the extent a response is required, Defendants deny the
3 allegations in Sentences 1 and 3. The allegations in Sentence 2 are admitted to the extent that banks may
4 receive multiplier credit for CRA activities in areas confirmed as CRA deserts by the OCC under the
5 Final Rule; otherwise, the allegations are denied.

6 91. The allegations in this paragraph consist of legal conclusions to which no response is required
7 and of Plaintiffs' characterizations of the JNPR, of the Final Rule, and of how the Final Rule differs
8 from the OCC's prior CRA implementing regulations, and not allegations of fact to which a response is
9 required. Defendants respectfully refer the Court to the JNPR, the Final Rule, and the OCC's prior CRA
10 implementing regulations for full and accurate statements of their contents. To the extent a response is
11 required, Defendants deny the allegations in Sentences 1-3 of this paragraph.

12 92. Defendants deny the allegations in Sentence 1 of this paragraph, except to admit that the Final
13 Rule adopted definitions of "distressed area" and "underserved area," concerning which the text of the
14 Final Rule speaks for itself. The allegations in the remainder of this paragraph consist of Plaintiffs'
15 characterizations of the Final Rule, and not allegations of fact to which a response is required.
16 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its contents.
17 To the extent a response is required, Defendants deny the characterizations in Sentences 2-3 to the
18 extent that they do not correspond to the complete definitions of "distressed area" and "underserved
19 area" in the Final Rule.

20 93. Defendants deny the allegations in Sentence 1 of this paragraph. The allegations in Sentences 2-4
21 consist of Plaintiffs' characterizations of public comments received in response to the JNPR and not
22 allegations of fact to which a response is required. Defendants respectfully refer the Court to the
23 comments, which will be filed with the administrative record in this case, for a full and accurate
24 statement of their contents. To the extent a response is required, Defendants deny any characterization in
25 Sentences 2-4 inconsistent with or not textually supported by the comments. Defendants deny the
26 allegations in Sentence 5.

1 94. The allegations in this paragraph consist of Plaintiffs' speculations regarding the effects of the
2 Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the
3 Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is
4 required, Defendants deny the allegations in this paragraph.

5 95. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
6 public comments received in response to the JNPR, and not allegations of fact to which a response is
7 required. Defendants respectfully refer the Court to the Final Rule and the comments, which will be filed
8 with the administrative record in this case, for full and accurate statements of their contents. To the
9 extent a response required to Sentence 1, Defendants admit that multipliers may be available under 12
10 C.F.R. § 25.08(b) if specified conditions are met; otherwise, the allegations are denied. Defendants deny
11 the allegations in Sentence 2, except to admit the Final Rule makes multipliers available based on the
12 OCC's determination of an activity's "responsiveness, innovativeness, or complexity." *Id.* Defendants
13 deny any characterization in Sentence 3 inconsistent with or not textually supported by the comments.
14 Defendants deny the allegations in Sentence 4.

15 96. The allegations in this paragraph consist of Plaintiffs' characterizations of the Final Rule and of
16 public comments submitted in response to the JNPR, and not allegations of fact to which a response is
17 required. Defendants respectfully refer the Court to the Final Rule and the comments, which will be filed
18 with the administrative record in this case, for full and accurate statements of their contents. To the
19 extent a response is required, Defendants deny any characterization in Sentences 1-4 inconsistent with or
20 not textually supported by the Final Rule and the comments.

21 97. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of the Final
22 Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court
23 to the Final Rule for a full and accurate statement of their contents. To the extent a response is required
24 to Sentence 1, Defendants admit that the Final Rule alters in part the way banks draw their assessment
25 areas, but deny that this aspect of the Final Rule supports any other allegation in the Complaint. The
26 allegations in Sentence 2 consist of Plaintiffs' speculations regarding the effects of the Final Rule, and
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1 not allegations of fact to which a response is required. To the extent a response is required, the
2 allegations in Sentence 2 are denied. The allegations in Sentence 3 are denied.

3 98. The allegations in Sentence 1 consist of Plaintiffs' characterization of the Final Rule, and not
4 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
5 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
6 admit that the requirements for the delineation of assessment areas are an important aspect of agencies'
7 regulations implementing CRA, but deny that the importance of assessment area delineation supports
8 any other allegation in the Complaint. The allegations in Sentences 2-4 consist of Plaintiffs'
9 characterization of the OCC's CRA implementing regulations prior to the effective date of Final Rule,
10 and not allegations of fact to which a response is required. Defendants respectfully refer the Court to
11 the OCC's prior CRA regulations for a full and accurate statement of their contents. To the extent a
12 response is required, Defendants deny any characterization in Sentences 2-4 inconsistent with or not
13 textually supported by the OCC's prior CRA regulations.

14 99. The allegations in this paragraph consist of Plaintiffs' characterization of the OCC's rationale for
15 its changes to the Final Rule and characterization of the Final Rule, and not allegations of fact to which
16 a response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate
17 statement of its contents. To the extent a response is required, Defendants deny any characterization in
18 Sentence 1 of this paragraph inconsistent with or not textually supported by the Final Rule. The
19 allegations in Sentence 2 are denied.

20 100. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of the Final
21 Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court
22 to the Final Rule for a full and accurate statement of its contents. To the extent a response is required,
23 Defendants admit that under the Final Rule a "bank may delineate an assessment area encompassing
24 locations where it maintains a deposit taking ATM," 12 C.F.R. § 25.09(b)(2), but deny any
25 characterization in Sentence 1 inconsistent with or not textually supported by the Final Rule and deny
26 that this provision of the Final Rule supports any other allegation in the Complaint. The allegations in
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1 Sentence 2 consist of legal conclusions to which no response is required. To the extent a response is
2 required, the allegations in Sentence 2 are denied.

3 101. The allegations in this paragraph consist of Plaintiffs' legal conclusions to which no response is
4 required and of Plaintiffs' characterization of the Final Rule and of the JNPR, and not allegations of
5 fact to which a response is required. Defendants respectfully refer the Court to the Final Rule and the
6 JNPR for a full and accurate statement of their contents. To the extent a response is required, the
7 allegations in this paragraph are denied.

8 102. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and the
9 OCC's prior regulations implementing CRA, and not allegations of fact to which a response is required.
10 Defendants respectfully refer the Court to the Final Rule and the OCC's prior regulations for full and
11 accurate statements of their contents. To the extent a response is required, the allegations in Sentences
12 1-3 are denied to the extent that they are inconsistent with or not textually supported by the Final Rule
13 and the OCC's prior regulations.

14 103. Defendants admit that Sentence 1 is a partial quotation of the Final Rule, but deny that this
15 quotation supports any other allegation in the Complaint. The allegations in Sentence 2 consist of legal
16 conclusions to which no response is required and of Plaintiffs' characterization of the Final Rule, and
17 not allegations of fact to which a response is required. Defendants respectfully refer the Court to the
18 Final Rule for a full and accurate statement of its contents. To the extent a response is required,
19 Defendants deny any characterization in Sentence 2 inconsistent with or not textually supported by the
20 Final Rule.

21 104. The allegations in this paragraph consist of Plaintiffs' characterization of the JNPR and of the
22 Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the
23 Court to the JNPR and the Final Rule for full and accurate statements of their contents. To the extent a
24 response is required, Defendants deny any characterization in Sentences 1-2 of this paragraph
25 inconsistent with or not textually supported by the Final Rule and the JNPR.

26 105. Defendants deny the allegations in Sentences 1-2 of this paragraph.
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1 106. The allegations in this paragraph consist of Plaintiffs' characterizations of the Final Rule and
2 public comments submitted in response to the JNPR, and not allegations of fact to which a response is
3 required. Defendants respectfully refer the Court to the Final Rule and the comments, which will be
4 filed with the administrative record in this case, for full and accurate statements of their contents. To
5 the extent a response is required, Defendants deny the allegations in Sentences 1-2 of this paragraph to
6 the extent that they are inconsistent with or not textually supported by the Final Rule or the comments.
7 Defendants deny the allegations in Sentences 3-5.

8 107. The allegations in Sentences 1-2 and 4-5 of this paragraph consist of Plaintiffs' characterizations
9 of the JNPR and of the Final Rule, and not allegations of fact to which a response is required.
10 Defendants respectfully refer the Court to the JNPR and the Final Rule for full and accurate statements
11 of their contents. To the extent a response is required, Defendants deny any characterization in
12 Sentences 1-2 and 4-5 inconsistent with or not textually supported by the JNPR and Final Rule.
13 Sentence 3 consists of Plaintiffs' hypothetical illustration of the characterization Plaintiffs allege in
14 Sentences 1-2, and not an allegation of fact to which a response is required. To the extent a response is
15 required, Defendants deny the allegations in Sentence 3. The allegations in Sentences 6-7, including the
16 footnote, consists of Plaintiffs' characterizations of the level of difficulty in evaluating provisions of the
17 JNPR and Final Rule and of an *American Banker* article, and not allegations of fact to which a response
18 is required. To the extent a response is required, the Defendants deny any characterization in
19 Sentences 6-7 inconsistent with or not textually supported by the Final Rule, the JNPR, and the article
20 cited in footnote 33.

21 108. The allegations in Sentence 1 of this paragraph are denied. The allegations in Sentence 2 consist
22 of Plaintiffs' characterization of public comments received in response to the JNPR, and not allegations
23 of fact to which a response is required. Defendants respectfully refer the Court to the comments, which
24 will be filed with the administrative record in this case, for a full and accurate statement of their
25 contents. To the extent a response is required, Defendants deny any characterization in Sentence 2
26 inconsistent with or not textually supported by the comments. The allegations in Sentence 3 are denied.
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1 109. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not
2 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
3 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
4 deny any characterization in Sentences 1-2 of this paragraph inconsistent with or not textually
5 supported by the Final Rule. Sentences 3-4 are denied.

6 110. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not
7 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
8 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
9 deny the allegations in Sentence 1 of this paragraph. Defendants deny the allegations in Sentence 2,
10 except to admit that the OCC left the calibration of the CRA evaluation measure benchmarks, retail
11 lending distribution test thresholds, and community development minimums under the Final Rule's
12 general performance standards to a future rulemaking. *See* FR 34,774. The allegations in Sentence 3 of
13 this paragraph are denied.

14 111. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not
15 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
16 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
17 deny the allegations in Sentences 1-3 of this paragraph, except to admit that the Final Rule preserves
18 the ability of the OCC's bank examiners to evaluate certain qualitative factors related to a bank's CRA
19 performance through the application of performance context.

20 112. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not
21 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
22 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
23 admit that the Final Rule contains multiple new general performance standards—including the CRA
24 evaluation measure, retail lending distribution tests, community development minimums, and the
25 application of performance context—applicable to banks with assets over \$2.5 billion, and those banks
26 that opt in to be evaluated under the general performance standards under 12 C.F.R. § 25.10(b), at the
27 assessment area and overall bank level to determine banks' presumptive CRA ratings, but deny the
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1 remaining allegations in Sentences 1-2 of this paragraph to the extent that they are inconsistent with or
2 not textually supported by the Final Rule.

3 113. The allegations in this paragraph, including the footnote, consist of Plaintiffs' characterization of
4 the Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer
5 the Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is
6 required, Defendants deny any characterization in Sentences 1-8 inconsistent with or not textually
7 supported by the Final Rule.

8 114. The allegations in Sentences 1-3 of this paragraph consist of Plaintiffs' characterizations of
9 public comments received in response to the JNPR and of the Final Rule, and not allegations of fact to
10 which a response is required. Defendants respectfully refer the Court to the comments, which will be
11 filed with the administrative record in this case, and the Final Rule for full and accurate statements of
12 their contents. To the extent a response is required, Defendants deny any characterization in Sentences
13 1-3 inconsistent with or not textually supported by the Final Rule or the comments. The allegations in
14 Sentence 4 of this paragraph are denied.

15 115. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of the JNPR
16 and of the Final Rule, and not allegations of fact to which a response is required. Defendants
17 respectfully refer the Court to the JNPR and the Final Rule for full and accurate statements of their
18 contents. To the extent a response is required, Defendants deny any characterization in Sentence 1
19 inconsistent with or not textually supported by the JNPR and the Final Rule. The allegations in
20 Sentence 2 consist of Plaintiffs' legal conclusions to which no response is required. To the extent a
21 response is required, the allegations in Sentence 2 are denied.

22 116. The allegations in this paragraph consist of Plaintiffs' characterizations of the Final Rule and of
23 Plaintiffs' speculations regarding the effects of the Final Rule, and not allegations of fact to which a
24 response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate
25 statement of its contents. To the extent a response is required, Defendants deny any characterization in
26 Sentences 2-3 of this paragraph inconsistent with or not textually supported by the Final Rule. The
27 allegations in Sentences 1 and 4 are denied.
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117. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants deny any characterization in Sentences 1-6 of this paragraph inconsistent with or not textually supported by the Final Rule. The allegations in Sentence 7 are denied, and Defendants aver that the OCC analyzed publicly available Summary of Deposits data from the FDIC as a proxy to estimate the numbers of assessment areas as part of formulating the Final Rule's approach for determining a bank's overall rating. FR 34,772.

118. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of public comments received in response to the JNPR, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the comments, which will be filed with the administrative record in this case, for a full and accurate statement of their contents. To the extent a response is required, Defendants deny any characterization in Sentence 1 inconsistent with or not textually supported by the comments. The allegations in Sentence 2 consist of Plaintiffs' characterization of the CRA statutory provisions at 12 U.S.C. § 2901, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the cited statutory provisions for a full and accurate statement of their contents. To the extent a response is required, Defendants deny any characterization in Sentence 2 inconsistent with or not textually supported by the statute.

119. The allegations in this paragraph consist of Plaintiffs' characterization of the legislative history of CRA, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the relevant legislative history, cited and discussed in the cited comment letter and in the Final Rule, FR 34,768, for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-2 of this paragraph.

120. The allegations in Sentences 1-3 of this paragraph consist of Plaintiffs' characterization of the public comments received in response to the JNPR and of Plaintiffs' speculations regarding the effects of the Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the comments, which will be filed with the administrative record in this case, and the

1 Final Rule for a full and accurate statement of their contents. To the extent a response is required,
2 Defendants deny any characterization in Sentences 1-3 inconsistent with or not textually supported by
3 the Final Rule or the comments. The allegations in Sentence 4 of this paragraph are denied.

4 121. The allegations in Sentences 1-3 of this paragraph consist of Plaintiffs' speculations regarding
5 the effects of the Final Rule, and not allegations of fact to which a response is required. Defendants
6 respectfully refer the Court to the Final Rule for a full and accurate statement of its contents. To the
7 extent a response is required, Defendants deny the allegations in Sentences 1-3. The allegations in
8 Sentence 4 are denied. The allegations in Sentence 5, including the footnote, consist of Plaintiffs'
9 characterization of a *Wall Street Journal* article, and not allegations of fact to which a response is
10 required. To the extent a response is required, the Defendants deny the allegations in Sentence 5. The
11 allegations in Sentence 6 are denied.

12 122. The allegations in Sentences 1, 2, 4, 7, and 8 of this paragraph consist of Plaintiffs'
13 characterization of the Final Rule, and not allegations of fact to which a response is required.
14 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
15 contents. To the extent a response is required, Defendants deny the allegations in Sentences 1, 2, 4, 7
16 and 8. The allegations in Sentence 3 consist of Plaintiffs' legal conclusions to which no response is
17 required. To the extent a response is required, the allegations in Sentence 3 are denied. The allegations
18 in Sentence 5 of this paragraph, including the footnote, are Plaintiffs' characterization of the legislative
19 history of CRA and not allegations of fact to which a response is required. Defendants respectfully
20 refer the Court to the full hearings cited in footnote 36 for a full and accurate statement of their
21 contents. To the extent a response is required, Defendants deny the allegations in Sentence 5. The
22 allegations in Sentence 6 consist of Plaintiffs' characterization of public comments received in response
23 to the JNPR and not allegations of fact to which a response is required. Defendants respectfully refer
24 the Court to the comments, which will be filed with the administrative record in this case, for a full and
25 accurate statement of their contents. To the extent a response is required, Defendants deny any
26 characterization in Sentence 6 inconsistent with or not textually supported by the comments.

1 123. The allegations in Sentences 1-3 of this paragraph consist of Plaintiffs' characterizations of the
2 Final Rule, of the JNPR, and of public comments received in response to the JNPR, and not allegations
3 of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule, the
4 JNPR, and the comments, which will be filed with the administrative record in this case, for full and
5 accurate statements of their contents. To the extent a response is required, Defendants deny any
6 characterization in Sentences 1-3 inconsistent with or not textually supported by the Final Rule, the
7 JNPR, or the comments. The allegations in Sentence 4 are denied, except to admit that the OCC left the
8 calibration of a community development minimums to a future rulemaking. *See* FR 34,774.

9 124. The allegations in Sentence 1 of this paragraph are denied, except to admit that the data the OCC
10 gathered in response to its Request for Information "was too limited to reliably calibrate" the measures
11 for all banks subject to the general performance standards, and that the OCC left the calibration of the
12 CRA evaluation measure benchmarks, retail lending distribution test thresholds, and the community
13 development minimums to a future rulemaking. *See* FR 34,774. The allegations in Sentences 2-4
14 consist of Plaintiffs' characterizations of the Final Rule and of the JNPR, and not allegations of fact to
15 which a response is required. Defendants respectfully refer the Court to the Final Rule and the JNPR
16 for full and accurate statements of their contents. To the extent a response is required, Defendants deny
17 any characterization in Sentences 2-4 inconsistent with or not textually supported by the Final Rule or
18 the JNPR.

19 125. The allegations in Sentence 1 of this paragraph are denied, except to admit that the OCC relied
20 on the best available historical information and data including CRA performance evaluations, Call
21 Report data, CRA data from the Federal Financial Institutions Examination Council ("FFIEC"), Home
22 Mortgage Disclosure Act ("HMDA") data, and credit bureau data, and that while the OCC "was not
23 limited in its ability to leverage the existing data, . . . the existing data was limited" FR 34,773-74.
24 The allegations in Sentence 2 consist of Plaintiffs' characterization of the Final Rule, and not
25 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
26 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
27 deny the allegations in Sentence 2. The allegations in Sentence 3 consist of Plaintiffs' legal conclusions
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1 to which no response is required. To the extent a response is required, Defendants deny the allegations
2 in Sentence 3.

3 126. The allegations in this paragraph consist of Plaintiffs' characterizations of the Final Rule and of
4 public comments received in response to the JNPR, and not allegations of fact to which a response is
5 required. Defendants respectfully refer the Court to the Final Rule and the comments, which will be
6 filed with the administrative record in this case, for full and accurate statements of their contents. To
7 the extent a response is required, Defendants deny any characterization in Sentences 1-3 of this
8 paragraph inconsistent with or not textually supported by the Final Rule or the comments.

9 127. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not
10 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
11 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
12 deny any characterization in Sentences 1-2 of this paragraph inconsistent with or not textually
13 supported by the Final Rule.

14 128. The allegations in Sentence 1 of this paragraph consist of Plaintiffs' characterization of public
15 comments received in response to the JNPR, and not allegations of fact to which a response is required.
16 Defendants respectfully refer the Court to the comments, which will be filed with the administrative
17 record in this case, for a full and accurate statement of their contents. To the extent a response is
18 required, Defendants deny any characterization in Sentence 1 inconsistent with or not textually
19 supported by the comments. The allegations in Sentences 2-7 are Plaintiffs' characterizations of the
20 Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the
21 Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is
22 required, Defendants deny any characterization in Sentences 2-3 inconsistent with or not textually
23 supported by the Final Rule. The allegations in Sentences 4-7 are denied.

24 129. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not
25 allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final
26 Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants
27 deny the allegations in this paragraph.
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130. The allegations in this paragraph consist of Plaintiffs' characterization for the Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-3 of this paragraph.

131. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-2 of this paragraph.

132. The allegations in this paragraph consist of legal conclusions to which no response is required and of Plaintiffs' characterizations of the OCC's prior CRA implementing regulations⁴ and of the Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the OCC's prior regulations and the Final Rule for full and accurate statements of their contents. To the extent a response is required, Defendants deny any characterization in Sentences 1-3 of this paragraph inconsistent with or not textually supported by the OCC's prior regulations or the Final Rule.

133. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not allegations of fact to which a response is required.⁵ Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-2 of this paragraph.

134. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-4 of this paragraph.

⁴ Plaintiffs incorrectly cite to "12 C.F.R. § 2906(c)(6)." The cite for the salient part of the OCC's prior regulation is 12 C.F.R. § 25.21(b)(6) (1-1-20 ed.).

⁵ Plaintiffs cite to "*supra* ¶ 131," which does not contain the citations referenced. Defendants believe the pertinent cross-reference to be ¶ 43.

1 135. The allegations in Sentences 1-3 of this paragraph are denied. The allegations in Sentence 4
2 consist of legal conclusions to which no response is required and of Plaintiffs' characterization of the
3 Final Rule, and not allegations of fact to which a response is required. Defendants respectfully refer the
4 Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is
5 required, Defendants deny the allegations in Sentence 4.

6 136. The allegations in Sentence 1 of this paragraph are denied. The allegations in Sentences 2-5 of
7 this paragraph consist of Plaintiffs' characterizations of the Final Rule and public comments submitted
8 in response to the JNPR, and not allegations of fact to which a response is required. Defendants
9 respectfully refer the Court to the Final Rule and the comments, which will be filed with the
10 administrative record in this case, for full and accurate statements of their contents. To the extent a
11 response is required, Defendants deny any characterization in Sentences 2-5 inconsistent with or not
12 textually supported by the Final Rule or the comments. Defendants further deny the allegations in
13 Sentence 3, and aver that HMDA data continues to be publicly available from the Consumer Financial
14 Protection Bureau ("CFPB").

15 137. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
16 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
17 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
18 contents. To the extent a response is required, the allegations in Sentences 1-2 of this paragraph are
19 denied.

20 138. Defendants lack knowledge or information about the nature of Plaintiff NCRC's mission or work
21 sufficient to form a belief about the truth of the allegations in this paragraph. To the extent a response is
22 required, the allegations in Sentences 1-4 are denied.

23 139. Defendants lack knowledge or information about the nature of Plaintiff NCRC's or its members'
24 work or accomplishments sufficient to form a belief about the truth of the allegations in this paragraph.
25 To the extent a response is required, Defendants admit, as a general matter, that a community
26 development plan like the one alluded to in Sentence 1 was reached, but deny the remaining allegations
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1 in Sentence 1 and deny that the plan exemplifies or supports any other allegation in the Complaint.
2 Defendants deny the allegations in Sentences 2-3.

3 140. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
4 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
5 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
6 contents. To the extent a response is required, the allegations in Sentences 1-4 of this paragraph are
7 denied, except to admit that the OCC regulates national banks and federal savings associations,
8 including some of the largest financial institutions in the nation.

9 141. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
10 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
11 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
12 contents. To the extent a response is required, the allegations in Sentences 1-6 of this paragraph are
13 denied.

14 142. Defendants lack knowledge or information about the nature of Plaintiff NCRC's mission or work
15 sufficient to form a belief about the truth of the allegations in Sentences 1-2 of this paragraph. To the
16 extent a response is required, the allegations in Sentences 1-2 are denied. The allegations in Sentence 3
17 of this paragraph consist of Plaintiffs' characterization of the "current CRA framework," and not
18 allegations of fact to which a response is required. Defendants respectfully refer the Court to the OCC's
19 licensing regulations governing decisions on filings, *e.g.*, 12 C.F.R. § § 5.8, 5.10, 5.13, for an accurate
20 statement of how regulators consider comments related to CRA concerns when deciding certain
21 applications. To the extent a response is required, the allegations in Sentence 3 are denied to the extent
22 that they are inconsistent with or not textually supported by the OCC's regulations, including the
23 OCC's licensing regulations.

24 143. The allegations in this paragraph consist of Plaintiffs' characterizations of the JNPR and of the
25 Final Rule, and of Plaintiffs' speculations regarding its effects, and not allegations of fact to which a
26 response is required. Defendants respectfully refer the Court to the JNPR and Final Rule for full and
27 accurate statements of their contents. To the extent a response is required, the allegations in Sentences 1
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1 and 4 of this paragraph are denied. The allegations in Sentence 2 are denied to the extent that they are
2 inconsistent with the Final Rule and the OCC's licensing regulations, *e.g.*, 12 C.F.R. § § 5.8, 5.10, 5.13.
3 The allegations in Sentence 3 are denied, except to admit that the Final Rule includes a process for
4 banks to confirm that an area meets the definition of a "CRA desert." 12 C.F.R. § 25.06.

5 144. Defendants lack knowledge or information about the nature of Plaintiff NCRC's mission or work
6 sufficient to form a belief about the truth of the corresponding allegations in Sentences 2, 3, and 5 of
7 this paragraph. To the extent a response is required, the corresponding allegations in Sentences 2, 3,
8 and 5 are denied. The remaining allegations in Sentence 5 and the allegations in Sentences 1, 4, and 6
9 consist of Plaintiffs' characterization of the Final Rule and of Plaintiffs' speculations regarding its
10 effects, and not allegations of fact to which a response is required. Defendants respectfully refer the
11 Court to the Final Rule for a full and accurate statement of its contents. To the extent a response is
12 required, Defendants deny the remaining allegations in Sentence 5 and the allegations in Sentences 1, 4,
13 and 6.

14 145. Defendants lack knowledge or information about the nature of Plaintiff NCRC's or its affiliate
15 organizations' work sufficient to form a belief about the truth of the allegations in Sentences 1-2 of this
16 paragraph. To the extent a response is required, the allegations in Sentences 1-2 are denied. The
17 allegations in Sentence 3 consist of Plaintiffs' characterization of the Final Rule and of Plaintiffs'
18 speculations regarding its effects, and not allegations of fact to which a response is required.
19 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
20 contents. To the extent a response is required, Defendants deny the allegations in Sentence 3.

21 146. The allegations in Sentences 1 and 3-5 of this paragraph consist of Plaintiffs' characterization of
22 the Final Rule and of Plaintiffs' speculations regarding its effects, and not allegations of fact to which a
23 response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate
24 statement of its contents. To the extent a response is required, the allegations in Sentences 1 and 3-5 are
25 denied, except to admit that the rules promulgated by the FDIC and Federal Reserve under their
26 separate and independent rulemaking authorities apply to the financial institutions for with they have
27 CRA rulemaking authority. *See* 12 U.S.C. §§ 2902, 2905. Defendants lack knowledge or information
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1 about Plaintiff NCRC's work sufficient to form a belief about the truth of the allegations in Sentence 2.
2 To the extent a response is required, the allegations in Sentence 2 are denied.

3 147. Defendants lack knowledge or information about the nature of Plaintiff NCRC's or its members'
4 missions or work, or Plaintiff NCRC's work relative to other organizations' work, sufficient to form a
5 belief about the truth of the corresponding allegations in Sentences 1, 2, 5, 6 (including the footnote),
6 and 7 of this paragraph. To the extent a response is required, the corresponding allegations in Sentences
7 1, 2, 5, 6, and 7 are denied to the extent that they are inconsistent with or not textually supported by the
8 report issued by Plaintiff NCRC cited in footnote 37. The remaining allegations in Sentence 2 and the
9 allegations in Sentences 3-4 related to the public availability of data from the CFPB, FDIC, and Federal
10 Reserve, and the OCC under its prior CRA regulations, are admitted as a general matter; otherwise, the
11 allegations are denied.

12 148. Defendants lack knowledge or information about the nature of Plaintiff NCRC's or its members'
13 missions or work, or how their work is used, sufficient to form a belief about the truth of the allegations
14 in this paragraph. To the extent a response is required, the allegations in Sentences 1-3 of this
15 paragraph are denied.

16 149. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
17 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
18 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
19 contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-5 of this
20 paragraph, and aver that bank specific information and data will be available in banks' performance
21 evaluations and in CRA disclosures, 12 C.F.R. § 25.27(a), under the Final Rule.

22 150. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
23 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
24 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
25 contents. To the extent a response is required, the allegations in Sentences 1-3 of this paragraph are
26 denied.

1 151. Defendants lack knowledge or information about the nature of Plaintiffs' mission, work, or
2 accomplishments sufficient to form a belief about the truth of the allegations in this paragraph. To the
3 extent a response is required, the allegations in Sentences 1-5 are denied to the extent that they are
4 inconsistent with or not textually supported by any actual community benefits agreements alluded to in
5 this paragraph.

6 152. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
7 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
8 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
9 contents. To the extent a response is required, the allegations in Sentences 1-2 of this paragraph are
10 denied.

11 153. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
12 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
13 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
14 contents. Defendants also lack knowledge or information about the nature of Plaintiff CRC's work or
15 expenditures sufficient to form a belief about the truth of the corresponding allegation in Sentence 3 of
16 this paragraph. To the extent a response is required, Defendants deny the allegations in Sentences 1-5,
17 except to admit the allegation in Sentence 2 that mortgage and small business lending in LMI
18 communities are important to address wealth inequality.

19 154. Defendants lack knowledge or information about the nature of Plaintiff CRC's and its members'
20 missions or work sufficient to form a belief about the truth of the allegations in this paragraph. To the
21 extent a response is required, the allegations in Sentences 1-3 of this paragraph are denied.

22 155. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
23 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
24 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
25 contents. To the extent a response is required, Defendants deny any characterization in Sentences 3-4
26 and 6 of this paragraph inconsistent with or not textually supported by the Final Rule. The allegations
27 in Sentences 1-2, 5, and 7 are denied.
28

1 156. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and
2 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
3 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
4 contents. Defendants also lack knowledge or information about the nature of Plaintiff CRC's work or
5 the named program sufficient to form a belief about the truth of the corresponding allegations in
6 Sentence 2 of this paragraph. To the extent a response is required, the allegations in Sentences 1-2 are
7 denied.

8 157. The allegations in this paragraph consist of Plaintiffs' characterization of the Final Rule and of
9 Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required.
10 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
11 contents. To the extent a response is required, Defendants deny the allegations in Sentences 1-3 of this
12 paragraph.

13 158. Defendants lack knowledge or information about the nature of Plaintiff CRC's or its members'
14 missions, work, accomplishments, or relationships with other entities sufficient to form a belief about
15 the truth of the corresponding allegations in Sentences 1-4 of this paragraph. To the extent a response is
16 required, the corresponding allegations in Sentences 1-4 are denied. The remaining allegations in
17 Sentences 1 and 4 consist of Plaintiffs' characterization of the Final Rule and of Plaintiffs' speculations
18 regarding its effects, and not allegations of fact to which a response is required. Defendants respectfully
19 refer the Court to the Final Rule for a full and accurate statement of its contents. To the extent a
20 response is required, the remaining allegations in Sentences 1 and 4 are denied.

21 159. Defendants deny the allegations in Sentence 1 of this paragraph, except to admit that the Low-
22 Income Housing Tax Credit ("LIHTC"), established under the Tax Reform Act of 1986, is an important
23 federal program for encouraging the investment of private equity in the development of affordable
24 rental housing for low-income households, but Defendants deny that the importance of LIHTC supports
25 the remaining allegations in this paragraph or the allegations in the preceding Paragraph 158. The
26 allegations in Sentences 2-6 consist of Plaintiffs' characterizations of the Final Rule, of its differences
27 from the OCC's prior regulations implementing CRA, and of the nature of banks' activities related to
28

1 LIHTC, and of Plaintiffs' speculations regarding the effects of the Final Rule, and not allegations of
2 fact to which a response is required. Defendants respectfully refer the Court to the Final Rule and the
3 OCC's prior regulations implementing CRA for full and accurate statements of their contents. To the
4 extent a response is required, Defendants deny any characterization in Sentences 2-3 and 5-6
5 inconsistent with or not textually supported by the Final Rule and the OCC's prior regulations.
6 Defendants deny the allegations in Sentence 4, except to admit that LIHTC transactions can be
7 complex.

8 160. The allegations in Sentence 1 of this paragraph are denied. Defendants lack knowledge or
9 information about Plaintiff CRC's mission or work sufficient to form a belief about the truth of the
10 allegations in Sentence 2 of this paragraph. To the extent a response is required, the allegations in
11 Sentence 2 are denied. The allegations in Sentences 3-4 consist of Plaintiffs' characterization of the
12 Final Rule and of Plaintiffs' speculations regarding its effects, and not allegations of fact to which a
13 response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate
14 statement of its contents. To the extent a response is required, the allegations in Sentences 3-4 are
15 denied, except to admit that the rules promulgated by the FDIC and Federal Reserve under their
16 separate and independent rulemaking authorities apply to the financial institutions for which they have
17 CRA rulemaking authority. *See* 12 U.S.C. §§ 2902, 2905.

18 161. Defendants lack knowledge or information about Plaintiff CRC's or its members' missions or
19 work sufficient to form a belief about the truth of the allegations in Sentences 1-3 of this paragraph. To
20 the extent a response is required, the allegations in Sentences 1-3 are denied. The allegations in
21 Sentence 4 of this paragraph consist of Plaintiffs' characterization of the Final Rule and of Plaintiffs'
22 speculations regarding its effects, and not allegations of fact to which a response is required.
23 Defendants respectfully refer the Court to the Final Rule for a full and accurate statement of its
24 contents. To the extent a response is required, Defendants deny the allegations in Sentence 4.

25 162. Defendants incorporate by reference their answers to the foregoing paragraphs 1-161 of the
26 Complaint as if set forth in full.

1 163. Defendants admit that this paragraph contains true and accurate partial quotations from 5 U.S.C.
2 § 706(2)(A) and (C), but deny that Plaintiffs are entitled to the relief they seek under those statutory
3 provisions.

4 164. The allegations in this paragraph consist of Plaintiffs' conclusions of law to which no response is
5 required. To the extent a response is required, the allegations in this paragraph are denied.

6 165. The allegations in this paragraph consist of Plaintiffs' characterizations of public comments
7 received in response to the JNPR and the Final Rule, and Plaintiffs' speculations regarding its effects,
8 and not allegations of fact to which a response is required. Defendants respectfully refer the Court to
9 the JNPR and the Final Rule, as well as the comments, which will be filed with the administrative
10 record in this case, for full and accurate statements of their contents. To the extent a response is
11 required, Defendants deny the allegations in Sentences 1-3 of this paragraph, except to admit that
12 neither the FDIC nor the Federal Reserve joined the OCC in issuing the Final Rule and the rules
13 promulgated by the FDIC and Federal Reserve under their separate and independent rulemaking
14 authorities apply to the financial institutions for with they have CRA rulemaking authority. *See* 12
15 U.S.C. §§ 2902, 2905. Defendants deny the allegations in Sentence 4.

16 166. The allegations in Sentences 1 and 3-7 of this paragraph consist of Plaintiffs' conclusions of law
17 to which no response is required. To the extent a response is required, the corresponding allegations in
18 Sentences 1 and 3-7 are denied. The remaining allegations in Sentences 4 and 6-7 and the allegations in
19 Sentence 2 consist of Plaintiffs' characterizations of the Final Rule, and not allegations of fact to which
20 a response is required. Defendants respectfully refer the Court to the Final Rule for a full and accurate
21 statement of its contents. To the extent a response is required, Defendants deny the remaining
22 allegations in Sentences 4 and 6-7 and the allegations in Sentence 2.

23 167. Defendants deny the allegations in this paragraph.

24 168. The allegations in Sentence 1 of this paragraph are denied. The allegations in Sentence 2 consist
25 of Plaintiffs' conclusions of law to which no response is required. To the extent a response is required,
26 the allegations in Sentence 2 are denied.

169. The allegations in Sentences 1, 4, and 5 of this paragraph, including the footnote, consist of Plaintiffs' conclusions of law to which no response is required. Defendants respectfully refer the Court to the text of the CRA statute, specifically 12 U.S.C. § 2901(b), which states the statute's purpose. *See also* 12 U.S.C. § 2903(a). To the extent a response is required, the corresponding allegations in Sentences 1, 4, and 5 are denied. The remaining allegations in Sentences 1, 4, and 5 and the allegations in Sentences 2-3 of this paragraph consist of Plaintiffs' characterizations of public comments received in response to the JNPR and of the Final Rule, and Plaintiffs' speculations regarding its effects, and not allegations of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule and the comments, which will be filed with the administrative record in this case, for full and accurate statements of their contents. To the extent a response is required, the remaining allegations in Sentences 1, 4, and 5 and the allegations in Sentences 2-3 are denied, except to admit that the OCC has stated that the Final Rule will benefit LMI communities.

170. Defendants admit the allegations in Sentence 1 of this paragraph to the extent that the COVID-19 pandemic emerged between the issuance of the JNPR and the Final Rule and to the extent that the COVID-19 pandemic has economically impacted banks' customers and communities, including low- and moderate-income individuals and neighborhoods; otherwise, the allegations are denied. The allegations in Sentence 2 consist of Plaintiffs' characterizations of letters and public comments received in response to the JNPR and of the Final Rule, and not statements of fact to which a response is required. Defendants respectfully refer the Court to the Final Rule, letters, and the comments, which will be filed with the administrative record in this case, for full and accurate statements of their contents. To the extent a response is required, Defendants deny any characterization in Sentence 2 inconsistent with or not textually supported by the referenced documents. The allegation in Sentence 3 is denied, except to admit that the FDIC did not join the OCC in issuing the Final Rule. The allegations in Sentence 4 are denied, except to admit that the OCC issued the Final Rule on May 20, 2020, which was published in the Federal Register on June 5, 2020.

171. Defendants incorporate by reference their answers to the foregoing paragraphs 1-170 of the Complaint as if set forth in full.

172. Defendants admit that this paragraph contains true and accurate partial quotations from 5 U.S.C. § 706(2)(D), but deny that Plaintiffs are entitled to the relief they seek under that statutory provision.

173. The allegations in this paragraph consist of Plaintiffs' conclusions of law to which no response is required. To the extent a response is required, the allegations in this paragraph are denied.

174. The allegations in this paragraph consist of Plaintiffs' conclusions of law to which no response is required. To the extent a response is required, the allegations in this paragraph are denied.

175. The allegations in this paragraph consist of Plaintiffs' conclusions of law to which no response is required. To the extent a response is required, the allegations in this paragraph are denied, except to admit that the JNPR comment period closed on April 8, 2020, after a prior extension of the comment period, *see* 85 Fed. Reg. 10996-01.

176. The allegations in this paragraph consist of Plaintiffs' conclusions of law to which no response is required. To the extent a response is required, the allegations in this paragraph are denied.

The final section, including subparts (1)-(5), contains Plaintiffs' prayers for relief to which no response is required. To the extent a response is required, Defendants deny that Plaintiffs are entitled to the relief requested or any relief whatsoever.

Each and every allegation of the Complaint not heretofore expressly admitted or denied is hereby denied.

WHEREFORE, having fully answered, Defendants pray that:

1. The Court enter judgment for Defendants; and
2. Defendants be granted such further relief as the Court may deem just and proper.

Dated: March 5, 2021

Respectfully submitted,

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